Ty:

Here is my quick attempt to draft an attachment to the Bylaws so that we can circulation the whole package, with the attachment, this evening.

If you can sign this and fax it back to me, I'll attach it to the Bylaws.

[Note: After reading Article IV, Section One, I think it would ultimately be more proper to rewrite that section in order to show *where* the amendment is to be inserted. I didn't do that, though, because that isn't what the board voted on]. It may be, as David has suggested, that the whole of the Bylaws needs to be reviewed and perhaps amended to reflect changes since 1971.]

I placed the amendment date as May 15, because that's the date on the form I have from Ruth. If you know of a better date, let me know. I hope you have signed documents from yourself, Wade and Beau.

Mike
9/30/96

AMENDMENT TO THE BYLAWS

Article IV, Section One. The following language shall be inserted into Article IV, Section One of the Point Bylaws:

> The corporation shall have not less than (2) nor more than (7) trustees, with the exact number to be fixed within these limits by approval of the Board of Trustees:

CERTIFICATE OF PRESIDENT

I, the undersigned, certify:

1. That I am the duly elected president of Point, a California corporation, and

2. That the above amendment to the Bylaws of said corporation was adopted by signed statements of the individual members of the board of trustees May 15, 1996.

Dated: May 16, 1996

_____
Tyrone Cashman, President